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Hearing Date: April 8, 2015 at 10:00 a.m. (Eastern)
Objection Deadline: March 30, 2015 at 4:00 p.m. (Eastern)
Objection Deadline Extended to: April 1, 2015 at 4:00 p.m. (Eastern)

*Attorneys for the Tobacco Settlement
Financing Corporation*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**JOINDER OF TOBACCO SETTLEMENT FINANCING CORPORATION
TO THE OBJECTION OF CITADEL ENERGY INVESTMENTS LTD.
AND CITADEL EQUITY FUND, LTD TO THE MOTION TO ALLOW
DISCLOSURE OF THE DERIVATIVES QUESTIONNAIRES
PURSUANT TO SECTION 107(a) OF THE BANKRUPTCY CODE**

The Tobacco Settlement Financing Corporation for the State of New York ("TSFC"), by and through its undersigned counsel, hereby joins in the objections of Citadel Energy Investments Ltd. and Citadel Equity Fund Ltd. (together, the "Citadel Objections") filed in response to the Motion to Allow Disclosure of the Derivative Questionnaires Pursuant to Section 107(a) of the Bankruptcy Code (Docket No. 48939) (the "Motion"), and respectfully states as follows:

OBJECTION AND JOINDER

1. The TSFC, Lehman Brothers Special Financing, Inc. ("LBSF") and the Bank of New York ("BONY"), as trustee (the "Trustee"), were parties to that certain Reserve Fund Agreement dated as of June 19, 2003 (the "June 2003 RFA") by and between TSF, LBSF and

BONY and that certain Reserve Fund Agreement dated as of December 2, 2003 (the “Dec. 2003 RFA” and together with the June 2003 RFA, the “RFAs”)¹ by and between, TSFC, LBSF and BONY.

2. The RFAs served as the investment vehicles through which TSFC invested certain reserve funds (the “Reserve Funds”) for payment of debt service owed on tobacco settlement bonds issued by the TSFC in 2003.

3. On July 2, 2009, the Court entered a bar date order (the “Bar Date Order”) requiring, among other things, that all claims against the Debtors be filed on or before September 22, 2009 at 5:00 p.m. (EDT) and that Questionnaires for all derivatives and guaranty claims be uploaded to <http://www.lehman-claims.com> (the “Claims Website”) on or before October 22, 2009.

4. On September 18, 2009, TSFC filed Claim No. 18990 and Claim No. 18991 (together, the “Initial Claims”) against LBSF and LBHI, respectively, for its Total Loss under the RFAs. Claim No. 18991 was based on LBHI’s guaranty of amounts owing by LBSF to TSFC under the RFAs.

5. On September 25, 2009, TSFC filed a motion requesting that the bankruptcy court compel Lehman to reject the RFAs (Docket No. 5277).

6. On October 16, 2009 (the “Rejection Date”), this Court entered an Order Authorizing Rejection of Reserve Fund Agreements (Docket No. 5542) (the “Rejection Order”) and the RFAs were rejected as of the Rejection Date.

7. On October 19, 2009, TSFC amended Claim Nos. 18990 and 18991, by filing Claim Nos. 66853 and 66852 (together, the “Amended Claims”) against LBSF and LBHI,

¹ All capitalized terms used but not otherwise defined herein shall have the meanings attributed to them in the applicable RFA.

respectively, each in the amount of \$135,085,150.43 (the “Amended Claim Amount”), for the Total Loss owing by LBSF and LBHI, respectively, to TSFC under the RFAs as of the Rejection Date. Claim No. 66852 was based on LBHI’s guaranty of amounts owing by LBSF to TSFC under the RFAs.

8. On October 19, 2009, TSFC timely uploaded the required Questionnaires for the Amended Claims to the Claims Website. The Questionnaires were amended on October 21, 2009.

9. Pursuant to the Bar Date Order, Lehman agreed that the information submitted to the Claims Website would only be accessible by TSFC, the Debtors, the Creditors’ Committee and their respective advisors and counsel. *See* Bar Date Order at 9.

10. TSFC hereby joins and incorporates by reference the arguments, in their entirety, made by Citadel Energy Investments Ltd. and Citadel Equity Master Fund Ltd. in the Citadel Objection (Docket No. 49030).

[REMAINDER LEFT INTENTIONALLY BLANK]

WHEREFORE, TSFC requests that the Court enter an Order denying Lehman's Motion for the reasons set forth herein and, alternatively, if the Court grants the Motion, directing the Debtors to redact all identifying, confidential and proprietary information from any documents disclosed, and granting such other and further relief as the Court deems just and proper.

Dated: New York, New York.
April 1, 2015

Respectfully submitted,

K&L GATES LLP

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